

JONES DAY  
222 East 41st Street  
New York, New York 10017  
Telephone: (212) 326-3939  
Facsimile: (212) 755-7306  
Richard Engman  
Scott Griffin

Attorneys for Debtor and Debtor in Possession  
Lehman Commercial Paper Inc.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**DECLARATION OF ERIC SALZMAN IN SUPPORT OF MOTION  
OF DEBTOR LEHMAN COMMERCIAL PAPER INC. PURSUANT TO  
SECTION 105(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE  
9019 FOR AN ORDER APPROVING A SETTLEMENT AGREEMENT AMONG THE  
DEBTOR, GREENBRIER MINERALS HOLDINGS, LLC AND CERTAIN OF ITS  
AFFILIATES, MIDLAND TRAIL RESOURCES, LLC AND DOLPHIN MINING, LLC**

Under penalty of perjury, I, Eric Salzman, hereby declare pursuant to  
section 1746 of title 28 of the United States Code:

1. I am over 18 years of age and make these statements based on my own  
personal knowledge, my review of the business records of Lehman Commercial Paper Inc.  
("Lehman") as debtor and debtor in possession (together with Lehman Brothers Holdings Inc.  
("LBHI") and its affiliated debtors, the "Debtors") and/or my consultation with employees of the  
Debtors. If called to testify, I could testify to the truth of the matters set forth herein.

2. I am a Managing Director – Private Equity and Principal Investments for LAMCO LLC. In that capacity, I am responsible for, *inter alia*, that certain Amended and Restated Credit Agreement, dated May 1, 2007, among Greenbrier Minerals, Lehman Brothers Inc. and Lehman. I can testify to the following facts based on my personal knowledge and my review of Lehman's business records.

3. I submit this Declaration in support of the *Motion of Debtor Lehman Commercial Paper Inc. Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019(a) for an Order Approving a Settlement Agreement Among the Debtor, Greenbrier Minerals Holdings, LLC and Certain of Its Affiliates, Midland Trail Resources, LLC and Dolphin Mining, LLC* (the "Motion").<sup>1</sup> I have reviewed the Motion and the facts set forth therein are accurate to the best of my knowledge.

4. I have also reviewed the Settlement Agreement upon which the Motion is based. The Settlement Agreement provides for, *inter alia*, (i) a comprehensive resolution of the claims asserted by the parties against one another (including the withdrawal of the Proof of Claim); (ii) a protocol for approval of a Combined Sale of Greenbrier and Midland, and the distribution and sharing of proceeds generated therefrom; (iii) a mechanism to effectuate the alignment of interests between Greenbrier and Midland, which the parties believe will lead to maximizing the total proceeds generated from a Combined Sale of the entities; and (iv) a resolution regarding the continued employment of Greenbrier's president and chief executive officer.

5. After consultation with the Debtor's restructuring advisors and counsel, I believe that the Settlement Agreement is in the best interests of the Debtor and its estate.

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<sup>1</sup> Capitalized terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the Motion.

6. The Settlement Agreement was entered into in good faith, negotiated at arm's length and achieves a fair and equitable result for the Debtor and its estate.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on this 2nd day of February, 2011

/s/ Eric Salzman  
Eric Salzman